



**THE ALMA MATER SOCIETY
OF THE UNIVERSITY OF BRITISH COLUMBIA VANCOUVER**

Agenda of the AMS Governance Committee, March 5, 2019

Attendance

Membership: Dylan Braam (Chair, Councillor), Christopher Hakim (AMS VP Administration), Jeanie Malone (Councillor - arrived at 4:04pm), Hannah Xiao (Councillor), Jennifer Ling (Councillor - arrived at 4:08pm), Kate Burnham (Councillor), Melody Cheung (Member-at-Large)

Call to Order

The meeting was called to order at _____ 4:05 pm

Agenda Items

Territorial Acknowledgement

Approval of the Agenda

Motion 1

WHEREAS there are things to do other than Bylaws

BE IT RESOLVED THAT the Committee approve the Agenda for the meeting of March 5, 2019.

Moved by Dylan Braam, seconded by Chris Hakim.

Motion passes unanimously.

Please note that the Agenda was not sent out 48 hours in advance of the meeting.

Approval of Past Minutes

Motion 2

BE IT RESOLVED THAT the Committee approve the Minutes of the meeting of February 15, 2019.

Moved by Dylan Braam, seconded by Jeanie Malone.

[Jeanie] Can we change the minutes to reflect Kate's actual point instead of what I wrote? Change the second instance of the word "effort" to read "impact"?

[Kate]: This should be low level effort, but would make a big impact.

Moved by Jeanie, Seconded by Chris.

Motion passes unanimously.

Audit Committee

Council has requested that we discuss the possibility of creating an Audit Committee separate from the Finance Committee. We will begin this discussion by setting out a) what the committee knows about finance processes and b) who we should be working with towards this goal.

[Dylan]: In October, Jakob moved in Council a motion which requires us to investigate the possibility of a mechanism for audits to be reviewed prior to the submission to the membership.

[Sheldon]: Usually the auditor report is done in September.

[Hannah]: Could Council do this?

[Jeanie]: I think the interest was having one group to spend a lot of time doing a deep dive into the auditor's report - which is not something that Council excels at in such a large group.

[Dylan]: Could be Finance?

[Chris]: I think the intention was we wanted the Finance Committee/executives not to be involved?

[Sheldon]: Jakob had expressed non-executive directors to be involved.

[Chris]: The importance of audits seems to be a hot topic - I believe CUS is also doing this.

[Jeanie]: I think the VP Finance should report to this group. I don't think it should sit within the Finance Committee.

[Bryan]: What's the final outcome we want?

[Dylan]: As per Jakob's primer, to provide some oversight.

[Bryan]: Concerned that this is very similar to Finance Committee's role.

[Dylan]: With annual turnover, this is challenging... would be good to not have same group

[Hannah]: Could this be a subcommittee of Finance Committee?

[Jeanie]: I think we need to empower any audit group to be equal or more level.

[Bryan]: Not sure if this is needed? Have we ever had concerns?

[Sheldon]: We had some issues in the 90s. We asked them deliberately.

[Bryan]: Could we do an adhoc if there were issues?

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[Dylan]: At one point there was an audit committee and it became oversight which was dissolved. It had “to be struck only when needed” and was never struck.

[Jeanie]: Would like it to be regular so it doesn’t need to be code red level emergency before we strike a committee.

[Dylan]: We should set up two goals: one is emergency things, and one is the regular annual review of the audit. A book club of sorts.

[Jeanie]: Also could be involved in selecting the auditor.

[Dylan]: Need to meet with: Keith, Kuol, Finance Committee. Maybe others?

[Bryan]: From this conversation - should we bring back oversight?

[Dylan]: Executive bonus review?

[Bryan]: But do we want there to be something at arms length? Is there any other pieces they should be handling that we could add to the terms of reference?

[Jeanie]: Should definitely be arms length. Exec or staff invited as guests/non-voting.

[Sheldon]: Ombuds review committee? Got absorbed into oversight.

[Dylan]: I feel Council’s role is oversight.

[Bryan]: Then get them to report to council and make recommendations. It’s hard to have some sensitive discussions with all of Council - useful to have some smaller group to help provide background and direction.

[Chris]: Interested in membership. Concerned about CPA/experience required. How would we make this work without having folks solely rely on staff? Who are they double checking with when looking for extra

[Dylan]: Can they talk to the auditor’s about their report?

[Sheldon]: Check with Keith on that. Are we auditing the auditors?

[Bryan]: Yes?

[Hannah]: I think we are trying to find gaps.

[Dylan]: I’ll try to sit in on a finance committee meeting. Is anyone else available? Will circulate.

[Jeanie]: Would be useful if we can have a little draft of outcomes/roles for next time.



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Consultation on Proposed Council Changes

We will be continuing our discussion on the feedback we've received and what Code changes we would like to see drafted as a result.

The summary of comments are available on the [Committee Google Drive](#).

[Dylan]: will table this for next time.

Next Meeting

The next scheduled meeting is in THE FUTURE.

Adjourn

There being no further business the meeting was adjourned at 4:51 pm